

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002.

Name of entity

Austminex Ltd

ABN

56 005 470 799

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| 1 | †Class of †securities issued or to be issued | Fully Paid Ordinary Shares. |
| 2 | Number of †securities issued or to be issued (if known) or maximum number which may be issued | 109,635,201 |
| 3 | Principal terms of the †securities (eg, if options, exercise price and expiry date; if partly paid †securities, the amount outstanding and due dates for payment; if †convertible securities, the conversion price and dates for conversion) | |

† See chapter 19 for defined terms.

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4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	Yes.						
	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 							
5	Issue price or consideration	5,000,000 shares issued for 6 cents per share, 23,809,512 shares issued for 3.78 cents per share and 80,825,689 shares issued for 4.2 cents per share.						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	5,000,000 shares issued to Coolgardie Operations Pty Ltd, a subsidiary of Leviathan Resources Ltd Part consideration for the acquisition of the Coolgardie Gold Project from Leviathan Resources Ltd 23,809,512 shares issued pursuant to the conversion of \$900,000 convertible notes. 80,825,689 interim shares issue pursuant to prospectus dated 14 July 2005.						
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	8 August 2005.						
8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="708 1465 992 1497">Number</th> <th data-bbox="992 1465 1284 1497">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="708 1497 992 1627">358,107,299</td> <td data-bbox="992 1497 1284 1627">Ordinary Shares</td> </tr> </tbody> </table>	Number	*Class	358,107,299	Ordinary Shares		
Number	*Class							
358,107,299	Ordinary Shares							
9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="708 1627 911 1659">Number</th> <th data-bbox="911 1627 1284 1659">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="708 1659 911 1690">1,500,000</td> <td data-bbox="911 1659 1284 1690">Options expiring 13/09/2005</td> </tr> <tr> <td data-bbox="708 1690 911 1789">6,420,000</td> <td data-bbox="911 1690 1284 1789">Options expiring 6/12/2009</td> </tr> </tbody> </table>	Number	*Class	1,500,000	Options expiring 13/09/2005	6,420,000	Options expiring 6/12/2009
Number	*Class							
1,500,000	Options expiring 13/09/2005							
6,420,000	Options expiring 6/12/2009							

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
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12	Is the issue renounceable or non-renounceable?	
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13	Ratio in which the ⁺ securities will be offered	
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14	⁺ Class of ⁺ securities to which the offer relates	
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15	⁺ Record date to determine entitlements	
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
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17	Policy for deciding entitlements in relation to fractions	
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18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
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19	Closing date for receipt of acceptances or renunciations	
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20	Names of any underwriters	
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21	Amount of any underwriting fee or commission	
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22	Names of any brokers to the issue	
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23	Fee or commission payable to the broker to the issue	
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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
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⁺ See chapter 19 for defined terms.

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- 25 If the issue is contingent on *security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do *security holders sell their entitlements *in full* through a broker?
- 31 How do *security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do *security holders dispose of their entitlements (except by sale through a broker)?
- 33 *Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

† See chapter 19 for defined terms.

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ⁺securities

(now go to 43)

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

39 Class of +securities for which
 quotation is sought

40 Do the +securities rank equally in
 all respects from the date of
 allotment with an existing +class of
 quoted +securities?

If the additional securities do not
 rank equally, please state:

- the date from which they do
- the extent to which they
 participate for the next dividend,
 (in the case of a trust,
 distribution) or interest payment
- the extent to which they do not
 rank equally, other than in
 relation to the next dividend,
 distribution or interest payment

41 Reason for request for quotation
 now

Example: In the case of restricted securities, end of
 restriction period

(if issued upon conversion of
 another security, clearly identify
 that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

(now go to 43)

+ See chapter 19 for defined terms.

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the ⁺securities to be quoted, it has been provided at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

⁺ See chapter 19 for defined terms.

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:
(Director/Company secretary)

Date: 8 August 2005

Print name: Jack Toby
Company Secretary

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+ See chapter 19 for defined terms.



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8 August 2005

Companies Announcements
Australian Stock Exchange Ltd

ASX NOTICE
Section 708A(6) Notice

**ISSUE OF 5,000,000 AUSTMINEX LTD SHARES TO LEVIATHAN
RESOURCES LIMITED**

Austminex Ltd ("**Austminex**") issued 5,000,000 ordinary shares ("**Shares**") in Austminex to Coolgardie Operations Pty Ltd, a subsidiary of Leviathan Resources Limited on 8 August 2005 and gives notice to ASX under paragraph 708A(5)(e) of the Corporations Act 2001 ("**Corporations Act**") that:

- a) Austminex issued the Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- b) at the date of this notice, Austminex has complied with:
 - i) the provisions of Chapter 2M of the Corporations Act, as they apply to Austminex; and
 - ii) the continuous disclosure obligations under section 674 of the Corporations Act; and
- c) Part 2 of this notice contains any information that has been excluded from any continuous disclosure notice given to ASX in accordance with the ASX Listing Rules, that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i) the assets and liabilities, financial position and performance, profits and losses and prospects of Austminex; or
 - ii) the rights and liabilities attaching to Austminex ordinary shares,

to the extent that it is reasonable for investors and their professional advisers to expect to find the information in a disclosure document.

Part 2

Nil.

Signed for and on behalf of Austminex Ltd
by its Company Secretary

Jack Toby